

VINCENT M. MANGINO
ATTORNEY AT LAW

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COCOA BEACH, FLORIDA 32931
(407) 784-3004
FAX (407) 784-1090

July 26, 1995

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Doughboys of New Smyrna, Inc.

800001548448
-07/28/95--01027--007
****122.50 ****122.50

Dear Sir or Madam:

Enclosed is check number 0231 in the amount of \$122.50 for the filing of the original enclosed Articles of Incorporation.

I have also enclosed a copy of Articles of Incorporation and a self-addressed envelope for so that the copy of the filed Articles can be returned to this office.

Should you have any questions or concerns, please do not hesitate to call the undersigned by telephone at (407) 784-3004 or by facsimile at (407) 783-1090.

Sincerely,

Stephanie D. Van Ore
Stephanie D. Van Ore
Legal Assistant

/sdv

E.P. 95
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(Signature)

**ARTICLES OF INCORPORATION
OF
Doughboys of New Smyrna, Inc.**

ARTICLE I. CORPORATE NAME.

The name of this corporation is Doughboys of New Smyrna, Inc.

ARTICLE II. DURATION.

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation with the Secretary of State - Division of Corporation.

ARTICLE III - PURPOSE.

This corporation is organized initially for operating a retail business, including, but not limited to bagels, etc. and any and all other types of retailing and further to conduct all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exist or may after be amended, and to enter into any and all business dealing and enterprises, without limit, to own as many offices as the Board may desire and to operate all said business provided all business are legal under the laws of the State of Florida and the laws of the United States of America.

ARTICLE IV. CAPITAL STOCK.

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 2,500 shares of common stock, each share having a par value of 10 cents.

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent are:

Vincent M. Mangino, 1980 N. Atlantic Avenue, Suite #402, Cocoa Beach, Florida 32931.

ARTICLE VI - INITIAL BOARD OF DIRECTORS.

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the By-laws; however, there shall never be less than one director nor more than five. The names and addresses of the initial Board of Directors of the corporation are:

Don Wilson Bryant, 5595 Eagle Way, Merritt Island, Florida 32953; and

Christopher D'Andrea, 5595 Eagle Way, Merritt Island, Florida 32953;

ARTICLE VII. INCORPORATORS

The names and street addresses of the incorporators to these articles of incorporation are:
Don Wilson Bryant, 5595 Eagle Way, Merritt Island, Florida 32953; and
Christopher D'Andrea, 5595 Eagle Way, Merritt Island, Florida 32953;

ARTICLE III. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation are 819 A1A, New Smyrna Beach, Florida 32169.

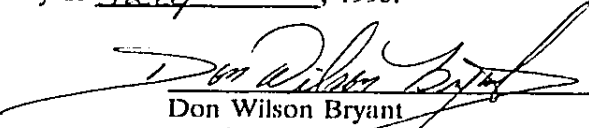
ARTICLE IX - INDEMNIFICATION.


This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

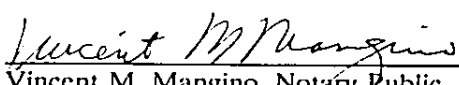
IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 18th day of July, 1995.


Don Wilson Bryant


Christopher D'Andrea

STATE OF FLORIDA
COUNTY OF BREVARD

Before me this day personally appeared Don Wilson Bryant and Christopher D'Andrea, who produced Florida driver's licenses as identification and who executed the foregoing Articles of Incorporation in my presence.


Vincent M. Mangino, Notary Public



VINCENT M. MANGINO
My Commission CC424947
Expires Dec. 17, 1998
Florida - NFNU
800 224 3361

ORIGINAL